

Board of Governors

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| DATE / TIME / VENUE | 1330, Wednesday 24 January 2018, Board Room, St Andrew's Court |
| PRESENT | Jane Hoskins, Chair Dr Peter Bunyan Jenny Crighton Bishop Christopher Foster (up to Min 58) Professor Graham Galbraith Mark Greenwood Dr Karen Heard-Lauréote Claudia Iton Baldev Laly Anne Lambert (Min 53 – Min 58) Kathryn Land Frances Morris-Jones Paul Myers Margaret Scott James Thompson Professor Mike Tipton MBE Dr Jenny Walden (up to minute 57) David Willan (excluding Min 54) Professor Nairn Wilson (up to Min 56.3) |
| IN ATTENDANCE | Professor Pal Ahluwalia, Pro Vice-Chancellor (Research & Innovation) Fiona Bell, Director of Estates and Campus Services (for Min 53) Chris Chang, Pro Vice-Chancellor (Global Engagement) Professor Paul Hayes, Pro Vice-Chancellor (Education & Student Experience) Bernie Topham, Chief Operating Officer Emma Woollard, Director of Finance Stephen Wiggins, Academic Registrar and Director of Department of Student & Academic Administration (for Min 51) David Wright, Health and Safety Manager (for Min 57) |
| SECRETARIAT | Adrian Parry, Director of Corporate Governance Annette Bourke, Head of Governance Services Helen Malbon, Senior Governance Officer (from Min 51 onwards) |

To accommodate the availability of some members, some agenda items were taken out of order.

Tabled paper: Agenda item 11, Sports Centre plans and design

Presentation: Agenda item 12, a presentation was received from Bernie Topham, Chief Operating Officer

43. Welcome, Quoracy and Apologies

- 43.1 The Chair welcomed Claudia Iton, External Governor, to her first meeting.
- 43.2 Apologies were received from External Governors: Mark Lemon and Mark Readman; and Student Governor: Lucy Cook.
- 43.3 The Director of Corporate Governance confirmed that the meeting was quorate and could proceed to business.

44. Conflicts of Interests

The following standing declarations of interest were noted:

- 44.1 David Willan was a Director of Portsmouth Football Club until August 2017 and was now a President of the Heritage and Advisory Board.
- 44.2 Baldev Laly's chain of pharmacies Lalys was working in a collaboration with the University's School of Pharmacy and Biomedical Sciences to provide 'Pharmacy live', a teaching facility for pharmacy students. It was also noted that he had property interests within the City.
- 44.3 Margaret Scott was a Governor of Portsmouth Grammar School.

45. Minutes of the Previous Meeting

The minutes of the meeting held on 23 November 2017 were confirmed and signed as an accurate record, subject to removing the duplication of names in both the attendee list and the apologies.

Action: Director of Corporate Governance

46. Matters Actioned and Matters Arising

- 46.1 Action was reported within the agenda papers on three matters; two were for note and one would be covered later in the agenda.
- 46.2 Investment of Cash Balances – **confidential**
- 46.3 There were no other matters arising from the minutes.

47. Chair's Business

- 47.1 Committee of University Chairs (CUC) Draft Remuneration Code consultation: the Board noted that the CUC Draft Remuneration Code had been issued. The response deadline was prior to the next Board meeting on 21 March 2018. The Board agreed that a draft would be circulated electronically for comment from all governors and that the Remuneration Committee would finalise the response for submission to the CUC at its next meeting.

Action: Director of Corporate Governance

- 47.2 Spring Seminar 2018: would take place on Thursday 1 March 2018. This would be a whole day event and its focus would be upon globalisation.

- 47.3 Board seminar in May 2018 (date to be confirmed): this would facilitate a discussion on the new duties and responsibilities placed upon the Board by the Office for Students.

Action: Director of Corporate Governance

48. Nominations Committee

The Board received a report from Adrian Parry, Director of Corporate Governance, providing an update on the proposed Board appointments and Committee membership. The following points were noted in discussion:

- 48.1 A sub-set of the Nominations Committee had met on 13 October 2017 and 15 December 2017 to interview candidates for vacancies on the Board of Governors.
- 48.2 Following the interviews, the panel agreed that Chris Williams and Roger Burke-Hamilton had demonstrated the skills, knowledge and attributes to merit recommendation to the Board to appoint them as governors with effect from 1 February 2018. The Clerk to the Board had subsequently spoken to Chris Williams and Roger Burke-Hamilton and they had both expressed a keen interest in joining the Board if invited.
- 48.3 The proposals to appoint Chris Williams and Roger Burke-Hamilton to the Board and to the Estate and IT Committee were circulated by email to Nominations Committee for approval on 11 January 2018. All responses received were positive.
- 48.4 On the recommendation of the Nominations Committee, the Board approved the following appointments:
- (i) Chris Williams and Roger Burke-Hamilton should be appointed to serve as governors with effect from 1 February 2018 to 1 August 2021.

- (ii) Chris Williams and Roger Burke-Hamilton should be invited to serve on the Estate and IT Committee.

49. Constitution and Terms of Reference

49.1 Human Resources Committee

- (i) The Board noted that following a review of the business it had conducted, the Human Resources Committee had confirmed that its terms of reference were discharged during 2016/2017.
- (ii) The Board agreed that the terms of reference of the Human Resources Committee should be updated to include the recently appointed Governors to the Committee.

49.2 Academic Council Terms of Reference

- (i) The Board noted that following a review of the business it had conducted, the Academic Council had confirmed that its constitution, membership, terms of reference and terms of office were fit for purpose.
- (ii) The Board agreed that the membership of the Academic Council should be updated to include changes in membership.
- (iii) The Board approved the Academic Council constitution, membership, terms of reference and terms of office.

50. Remuneration Committees

50.1 Remuneration Committees Report

The Board received a report from Adrian Parry, Director of Corporate Governance, on the business conducted by the Remuneration Committees held on 30 November 2017. In discussion the following key points were noted:

- (i) This was a more detailed report than previously provided to the Board.
- (ii) The Remuneration Committees would next meet in February 2018. The focus of this meeting would be to discuss the University's response to the recent CUC consultation on the Remuneration Code; consider the implications of emerging developments that might be expected to have a sector-wide impact upon the work of remuneration committees; and to identify and discuss recommendations to the Board of Governors for the future work of the Remuneration Committees.

(iii) The Board noted the report and accepted the work of the Committee as reported.

50.2 Vice Chancellor's 2017/18 Objectives – **confidential**

51. Student Records System – confidential

52. Annual Efficiency Return 2016/2017

The Board received a report from Bernie Topham, Chief Operating Officer, on the Annual Efficiency Return required by HEFCE. The report was a new return that had been introduced in October 2017 and it replaced the Value for Money (VFM) Report. The following points were noted in discussion:

- 52.1 The report had been circulated electronically to the University Executive Board on 10 January 2018 and the Audit and Quality Committee on 12 January 2018 for comment.
- 52.2 The format and content was largely fixed by HEFCE with little scope for contextual data. It was likely that this type of return would be required in future years and so relevant data would now be captured throughout the year.
- 52.3 Efficiencies and savings identified through the Purchasing section of the Finance Department, which totalled £2,050,000 for the same period were not included because they were returned separately via the Efficiency Measurement Model Survey.
- 52.4 The Audit and Quality Committee had noted that the VFM report had been useful, having a wider focus than just monetary criteria. The Office for Students had a specific responsibility to scrutinise and ensure value for money. It was therefore likely that reports of this nature would continue to be required.
- 52.5 The Board approved the Annual Efficiency Return for submission to HEFCE by 31 January 2018.

Action: Director of Finance

53. Sports Centre– confidential

54. Sponsorship – confidential

55. Key Performance Indicators (KPIs)

At the Governors' meeting in July 2015 it was agreed to focus quarterly performance reviews on particular aspects of performance, taking account of the annual cycle of KPI data. The focus for this January 2018 KPI report was on student growth across all categories and upon Research and Innovation income for Quarter 1. Key points noted during discussion were:

- 55.1 Professor Hayes, Pro Vice-Chancellor (Education and Student Engagement) reported that student numbers had increased from last year and were the highest ever for the University. Although, some of the ambitious targets for recruitment had not been met, new areas such as Degree Apprenticeships were developing in popularity now that the new apprenticeship national standards had been approved.
- 55.2 The reduction of full-cost student numbers was attributable to the transitional arrangements for courses that no longer attracted NHS funding. These students were formally categorised as full-cost but were now included within Home/EU undergraduate recruitment figures.
- 55.3 Chris Chang, Pro Vice-Chancellor (Global Engagement), confirmed the upward trend in international student recruitment but noted that the number of continuing students had declined. There had been a particular increase in recruitment of students from India.
- 55.4 Professor Pal Ahluwalia, Pro Vice-Chancellor (Research and Innovation), noted that the aim to achieve 40% growth in postgraduate research students numbers by 2020 was on track. The University had performed well in the recent Postgraduate Research Experience Survey (PRES).
- 55.5 It was confirmed that the University Executive Board received regular reports on the status of all KPIs. Any significant variations from intended performance would be reported to the Board, regardless of whether coverage of the KPI was part of the planned reporting cycle. It was agreed that the KPI report to be submitted to the Board in March 2018 would reiterate the details of the annual KPI reporting cycle to Governors.
- 55.6 The Board noted the report.

56. Vice-Chancellor's/Senior Postholders' Update

The Board received reports on behalf of the Vice-Chancellor and other senior post holders as appropriate.

56.1 Professor Galbraith reported that:

- (i) The Future Technology Centre had now been formally handed over to the University and had already been useful in attracting potential business partners. A tour of the new facilities would be offered to Governors later in the year.

Action: Director of Corporate Governance

- (ii) The Higher Education Policy Institute (HEPI) had commissioned a report on the economic benefits of international students, which had been published in January 2018. It had shown that the net economic benefit from international students to the city of Portsmouth (North and South) was c£750 per annum per resident and in Portsmouth South, the figure was over £1,200 per resident.

- (iii) UKVI – **confidential item**

56.2 Student Numbers Update

Professor Paul Hayes, Pro Vice-Chancellor (Education and Student Experience (ESE)) provided an update on the number of applications received for the 2018/2019 academic year. The following points were noted:

- (i) There had been a sector-wide reduction in applications. This was due, in part, to the changing nature of the nation's demography and the reduction in the number of 18 year olds. Whilst applications to the University were lower than the sector average, they remained higher than those within its competitor benchmark set.
- (ii) Many universities were now making unconditional offers to applicants and this activity was increasing. The University was making use of unconditional offers on a selective basis.
- (iii) Preparations were already underway for the summer clearing period as increasing numbers of applicants were now waiting until August and receipt of their grades before making a final decision on their choice of University.

56.3 National Student Survey (NSS)

Professor Paul Hayes, Pro Vice-Chancellor (Education and Student Experience) provided an update on the NSS which would be held between 15 January 2018 and 30 April 2018. The NSS provided an opportunity for final year Home/EU undergraduate students to provide feedback on how satisfied they were with their course. The ratings achieved were used by prospective students and their parents to inform their decisions about the courses offered. The University would be encouraging students to take part and was aiming for an 80% participation rate across all subject areas.

56.4 Teaching Excellence Framework (TEF)

Professor Paul Hayes, Pro Vice-Chancellor (Education and Student Experience) reported that the University had decided not to enter year three of the Institutional TEF. The University was participating in the subject level pilot to assess up to 35 subject areas. In support of the subject pilot, the University had submitted teaching intensity data to HEFCE as required and a summary of this metric would be released in February 2018.

56.5 Research Excellence Framework (REF)

Professor Pal Ahluwalia, Pro Vice-Chancellor (Research and Innovation) reported that the UK higher education funding bodies had made the final decisions on the operation of the next Research Excellence Framework, REF2021. This included information on the arrangements for returning research staff and outputs.

56.6 International Collaboration update – **confidential**

56.7 Prevent Duty – **confidential**

57. Health and Safety Annual Report 2016/2017

David Wright, Health and Safety Manager, introduced the Annual Report on Health and Safety 2016/2017. Key points noted were:

57.1 The full Health and Safety annual report was considered by the Human Resources Committee at its meeting on 30 November 2017. The Board noted the report.

57.2 The Board noted this was David Wright's last attendance at a Board meeting as he would be retiring in March 2018. The Chair thanked him on behalf of the Board for his contribution to Health and Safety at the University over a number of years and wished him well in his retirement.

58. Finance Committee: Management Accounts as at 30 November 2017

58.1 The Board received the University Management Accounts for the period 1 August 2017 to 30 November 2017. The Board noted the management accounts.

58.2 The Board received the Subsidiaries Management Accounts for the period 1 August 2017 to 30 November 2017. The Board noted the subsidiaries accounts.

58.3 The UPSU President reported that students were dissatisfied with the level of investment made in the Waterhole Bar and, in particular, to recent changes in catering arrangements that had resulted in fewer students wishing to use the bar. It was noted

that the Waterhole Bar was the responsibility of a University subsidiary company, University of Portsmouth Enterprise Limited (UPEL). The Director of Corporate Governance agreed to work with the UPSU President to develop proposals that could be considered by the UPEL Board.

59. Joint Finance and Estate & IT Committee

The Board received and noted the report from Jane Hoskins, Chair of the Joint Committee, held on 13 December 2017 and accepted the work of the Committee as reported.

60. Estate and Information Technology Committee

The Board received and noted the report from Mark Lemon, Chair of Committee, on the meeting held on 24 November 2017 and accepted the work of the Committee as reported.

61. Human Resources Committee

The Board received and noted the report from Margaret Scott, Chair of Committee, on the meeting held on 30 November 2017 and accepted the work of the Committee as reported.

62. Academic Council

The Board received and noted the report from Professor Graham Galbraith, Chair of Academic Council, on the meeting held on 9 November 2017 and accepted the work of the Committee as reported.

63. Draft Minutes Of The Next Academic Council Meeting Of 27 March 2018

The Board noted that the draft minutes of the Academic Council meeting of 27 March 2018 would be circulated to governors electronically once they were available.

64. Proposed Meeting Dates For 2018/2019:

The following proposed meeting dates had been circulated electronically to members:

Wednesday 10 October 2018, 1400

Monday 26 November 2018, 1500

Wednesday 23 January 2019, 1400

Wednesday 3 April 2019, 1400

Wednesday 10 July 2019, 1400

The Board confirmed these dates.

65. Delegated Authority

The Board agreed to delegate authority to the Chair to take action before the next meeting if necessary.

66. Date of Next Meetings

The Board was reminded that the Spring Seminar would take place on Thursday 1 March 2018.

The Board noted that the next meeting was at 1400, Wednesday 21 March 2018. Governors were reminded that there will be a pre-Board presentation at 1330.